

22960-LL
RECORDATION NO. FILED

SEP 14 '10 -11 00 AM

SURFACE TRANSPORTATION BOARD

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September 14, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Bill of Sale and Assignment and Assumption of Lease, dated September 13, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Number 22960.

The names and addresses of the parties to the enclosed document are:

Assignor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Assignee: The Fifth Third Leasing Company
38 Fountain Square Plaza
MD 10904A
Cincinnati, OH 45263

Chief
Section of Administration
September 14, 2010
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A description of the railroad equipment covered by the enclosed document is:

25 locomotives: UP 4815 - UP 4836, UP 4950, UP 5037 and UP 5038 .

A short summary of the document to appear in the index is:

Memorandum of Bill of Sale and Assignment and Assumption of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours, ,

Robert W. Alvord

RWA/sem
Enclosures

SEP 14 '10 -11 00 AM

**MEMORANDUM OF
BILL OF SALE AND
ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF BILL OF SALE AND ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT ("Memorandum") is made and entered into as of September 13, 2010 by and between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee ("Assignor") and THE FIFTH THIRD LEASING COMPANY ("Assignee").

WITNESSETH:

1. Assignor (successor in interest to El-Mo Leasing II Corporation) has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under that certain Lease Supplement No. 46 dated September 25, 2002 under that certain Master Lease dated May 1, 2000 by and between El-Mo Leasing II Corporation and Union Pacific Railroad Company (the "Lease"), pursuant to which Assignor leased 25 SD70M locomotives marked and numbered UP4815-UP4836, UP4950, UP5037 and UP5038 (the "Equipment") to Union Pacific Railroad Company.

2. Evidence of the Lease was recorded with the Surface Transportation Board on June 20, 2000 pursuant to 49 U.S.C. §11301(b) and assigned recordation number 22960.


3. Assignor assumed the obligations of El-Mo Leasing II Corporation under the Lease and Lease Supplement No. 46 simultaneously with the termination of the Lease of Railroad Equipment dated as of March 27, 2002 (the "Terminated Head Lease") and related Lease Supplements covering the Equipment, pursuant to the Termination and Release (El-Mo II Trust No. 2002-A) dated as of May 28, 2009 and recorded with the Surface Transportation Board on June 22, 2009 pursuant to 49 U.S.C. §11301 and assigned recordation number 23914-F.

4. This Memorandum shall be effective as of the date first set forth hereinabove.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By: 
Name: _____
Title: Mark H. Brzoska
Financial Services Officer

THE FIFTH THIRD LEASING COMPANY

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By: _____
Name: _____
Title: _____

THE FIFTH THIRD LEASING COMPANY

By: 
Name: _____
Title: **SCOTT D. KILEY**
Vice President

STATE OF _____)
) ss.
COUNTY OF _____)

On this ____ day of September, 2010, before me personally appeared _____, personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person and, if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

Name: _____

Notary Public, State of _____

My commission expires: _____

(Notary Stamp or Seal)

STATE OF Delaware)
) ss.
COUNTY OF New Castle)

On this 7th day of September, 2010, before me personally appeared Mark H. Brzoska, personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person and, if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

Name: TIRA L. JOHNSON

Notary Public, State of Delaware
My Comm. Expires Sept. 29, 2011

My commission expires: _____

(Notary Stamp or Seal)



Notary Page to STB Memorandum

CHI.2438570.3

STATE OF _____)
) ss.
COUNTY OF _____)

On this ____ day of September, 2010, before me personally appeared _____, personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person and, if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

Name: _____

Notary Public, State of _____

My commission expires: _____

(Notary Stamp or Seal)

STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

On this ____ day of September, 2010, before me personally appeared Scott D. Kiley, personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person and, if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



Paula D. McQueen
Notary Public, State of Ohio
My Commission Expires 10-13-2013

Paula D. McQueen
Name: _____

Notary Public, State of Ohio

My commission expires: 10-13-2013

(Notary Stamp or Seal)

Notary Page to STB Memorandum

CHI:2438570.3

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/14/10



Robert W. Alvord